

The Royal Commonwealth Society

Standing Orders

Definitions

“Foundation Trustees” means a Trustee appointed by the Council on the nomination of Her Majesty’s Secretary of State for Foreign and Commonwealth Affairs for the time being, up to two Trustees so appointed on the nomination of The Royal Institute for Blind People and one Trustee so appointed on the nomination of Sightsavers International (Ireland).

Interpretation

- A. In the event of any inconsistency between the provisions of the Charter and these Standing Orders, the provisions of the Charter shall prevail.
- B. Expressions used in the Charter shall have a corresponding meaning when used in these Standing Orders.

1. Members

- 1.1 From the date of the adoption of these Standing Orders the members of the Company shall be the same persons as the Trustees together with the existing members. From the date of the adoption of these Standing Orders on ceasing to be a Trustee a person shall cease to be a member.
- 1.2 Any member of the Company may retire therefrom by giving notice in writing to the Chief Executive.
- 1.3 If the Council resolves that any member of the Company, other than a member of the Council, is no longer to be a member of the Company, he shall forthwith cease to be a member: Provided that no such resolution shall be effective unless not less than fourteen days’ notice of the meeting of the Council at which the resolution is to be proposed has been given to the member concerned, and an opportunity afforded to that member or his representative to make representations at that meeting, and any representations made by or on behalf of that member either in person or in writing have been considered at the meeting.

2. Meetings of Members

- 2.1 There shall be an Annual General Meeting once each year, within fifteen months of the preceding Annual General Meeting at such time and place as the Council may determine.
- 2.2 The ordinary business of an Annual General Meeting shall be to receive and consider the accounts of the Company and the reports of the Council and the Auditors, and to appoint the Auditors for the period until the next Annual General Meeting.

2.3 The Council may convene an Extraordinary General Meeting of the Company at any time and the Chief Executive shall also convene an Extraordinary General Meeting upon and within thirty days of receipt of a written requisition signed by not less than one-fifth of the members of the Company stating fully the objects of the meeting.

2.4 Not less than fourteen days' notice shall be given of each General Meeting of the Company and of the general nature of the business proposed to be considered at that meeting.

3. Quorum for Members' Meetings

3.1 No business, except that of adjournment, shall be transacted at any General Meeting of the Company unless a quorum of members is present at the time when the meeting proceeds to business.

3.2 Unless otherwise determined by the Council, eight members shall be a quorum at General Meetings of the Company.

4. Presiding at Meetings

The Chairman or, in his absence, the Vice-Chairman or, in their absence such other member of the Council as the Council may determine shall preside at each General Meeting of the Company: Provided that if neither the Chairman nor the Vice-Chairman nor any such other member of the Council is present within fifteen minutes of the time appointed for the holding of the meeting the members of the Company present may choose one of their number to preside in the absence of the Chairman, the Vice-Chairman and any such other member of the Council.

5. Voting

5.1 At all General Meetings of the Company every member of the Company present shall be entitled to one vote and no other person shall be entitled to vote.

5.2 Except where otherwise provided in the Charter or these Standing Orders or as otherwise determined by the Council, every question submitted to a General Meeting of the Company shall be decided by a show of hands and by a majority of votes: Provided that in the case of an equality of votes the person presiding shall be entitled to a second or casting vote.

The Council

6. Composition of the Council

6.1 The minimum number of Trustees shall be ten and the maximum number shall be twenty-five.

6.2 The Council shall comprise:

6.2.1 up to four Foundation Trustees; and

6.2.2 up to twenty-one Trustees.

6.3 Trustees shall be appointed by the Council, at the meeting following the Annual General Meeting of the Company in any year.

6.4 At the relevant Council meeting one quarter, or the number nearest to one quarter of the Trustees, being those who have been longest in office since their last appointment or reappointment, shall retire from office. Where more than one quarter of the Trustees have served for the same period of time since their last appointment or reappointment the Trustees shall agree amongst themselves which Trustee/s shall retire, or in the event that agreement cannot be reached, the decision shall be made by lot.

The retirement takes effect at the conclusion of the meeting.

6.5 Retiring Trustees may be reappointed but a Trustee who has served for a period of eight years in office must take a break from office and may not be reappointed until the earlier of:

6.5.1 the anniversary of the commencement of his or her break from office; and

6.5.2 the Council meeting following the Annual General Meeting in the year after his or her break from office commenced.

6.6 If the retirement of a Trustee under clause 6.4 causes the number of Trustees to fall below that set out in clause 6.1 then the retiring Trustee shall remain in office until a new appointment is made.

6.7 The Council may at any Council meeting fill any casual vacancy that may arise among the Trustees, and must fill any such vacancy that may arise among the Foundation Trustees at the request of the relevant nominating body and at the next Council meeting following such request.

6.8 The Council shall remove the relevant Foundation Trustee at the request of the relevant nominating body in the event such Foundation Trustee ceases to be an employee or officer of the relevant nominating body.

7. Proceedings in Council

7.1 No business, except that of adjournment, shall be transacted at meetings of the Council unless a quorum of members is present.

7.2 Unless otherwise determined by the Council, eight members shall be a quorum at meetings of the Council.

7.3 The Council may act notwithstanding any vacancy in its membership or participation in its proceedings of unauthorised persons.

8. Virtual meetings of the Council

8.1 A Council meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Council in which all participants may communicate simultaneously with all other participants.

9. Members' Decisions without a meeting

- 9.1 Subject to clause 9.5, a written resolution of the members of the Company passed in accordance with these clauses 9.1 to 9.9 shall have effect as if passed by the Company in a members' general meeting.
- 9.2 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
- 9.3 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
- 9.4 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 9.5 A members' resolution removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 9.6 A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Company's auditors.
- 9.7 A member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 9.8 If the document is sent to the Company in hard copy form, it is authenticated if it bears the Trustee's signature.
- 9.9 If the document is sent to the Company by electronic means, it is authenticated if it bears the member's signature or if it is from an email address specified by the Member to the Company for the purposes of receiving documents or information by electronic means.
- 9.10 A written resolution is passed when the required majority of Trustees have signified their agreement to it.
- 9.11 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

10 Officers

- 10.1 The Chairman, the Vice-Chairman and the Treasurer shall be appointed annually by the Council from among its members at the meeting of the Council following the Annual General Meeting of the Company in any year: Provided that if a casual vacancy occurs an appointment to fill the vacancy shall be made at the meeting of the Council next following the occurrence of the vacancy whether or not that meeting of the Council is a meeting next following the Annual General Meeting of the Company.

- 10.2 A person holding the office of Chairman, or of Vice-Chairman or, as the case may be, of Treasurer shall retire from that office at the close of the meeting of the Council next following the Annual General Meeting of the Company unless at that meeting of the Council he is again appointed to that office: Provided that he shall cease to hold office if he ceases to be a member of the Council and he may retire from office at any time by giving notice in writing to the Chief Executive.
- 10.3 A person who ceases to hold an office under this Standing Order shall, unless otherwise provided in rules made by the Council, be eligible for subsequent appointment under this Standing Order.

11 Minutes

The Council shall cause proper minutes to be made of the proceedings at all meetings of the Company, the Council and committees and other groups of members of the Council and the minutes of any such meeting, if purporting to be signed by the person presiding at the meeting or at a succeeding meeting or by the Chairman of the Company, shall be sufficient evidence of the matters stated herein.

12. Keeping of Accounts

12. The Council shall keep proper books of accounts with respect to:
- 12.1.1 all sums of money to be received and expended by the Company and the matters in respect of which such receipts and expenditure take place;
 - 12.1.2 all sales and purchases of goods and services by the Company; and
 - 12.1.3 the assets and liabilities of the Company.
- 12.2 Proper books of account shall contain all necessary information to give a true and fair view of the Company's affairs and to explain its transactions.
- 12.3 The books of account shall be kept at the headquarters of the Company or at such other place or places as the Council shall think fit and shall be open to the inspection of the members of the Council during normal business hours.
- 12.4 The Council may determine to what extent and at what times and places and upon what conditions the accounts shall be opened to the inspection of members of the Company who are not Trustees.

13. Annual Accounts

- 13.1 The accounts of the Company shall be drawn up annually from its books of account in compliance with accepted accounting principles, the requirements of the Charities Act 1993 and resulting regulations, the recommendations of the Charity Commission and such statements of standard or recommended accounting practice as are issued from time by the Institute of Chartered Accountants in England and Wales and are applicable to charities.

- 13.2 At the Annual General Meeting of the Company in every year the Council shall lay before the Company a proper Statement of Financial Activities for the period since the last preceding account made up to a date not more than twelve months before the meeting together with a proper balance sheet made up as at the same date and proper reports of the Council and auditors: Provided that copies of the account, balance sheet and reports shall not less than twenty-one days before the date of the Annual General Meeting be sent to all members of the Company entitled to receive notices of General Meetings (excepting copies of their own report) to the auditors.
- 13.3 The auditors' report shall be open to inspection, and be read, at the Annual General Meeting and the auditors may if they so wish attend that meeting and be heard on matters concerning them as auditors.

14. Register of Members

A register shall be kept of all persons who are for the time being members of the Company, in which their current addresses as supplied by them and the date on which each became a member of the Company shall be recorded: Provided that where a member who has supplied an address outside the United Kingdom has also supplied an address within the United Kingdom to which notices may be sent, both shall be recorded.

15. Notices

- 15.1 Subject to clause 15.2, a members' general meeting shall be called by at least 14 clear days' notice unless an Act of Parliament requires a longer notice period.
- 15.2 A members' general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at a meeting of all the members.
- 15.3 A Council meeting shall be called by at least seven clear days' notice unless either:
- 15.4 all the Trustees agree; or
- 15.5 urgent circumstances require shorter notice.

Contents of notice

16. Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Trustees' meeting or members' Annual General Meeting or general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed at a members' Annual General Meeting, the notice shall include the proposed resolution and specify that it is proposed as a special resolution.

Service of notice

17. Notice of meetings shall be given to each Trustee and in the case of members' general meetings, notice shall also be given to any patron(s) and to the auditors of the Company.

Manner of serving notice

18. Subject to the provisions of these Standing Orders
- 18.1 a document or information (including any notice to be given, sent or supplied to any person by or on behalf of the Company or any officer of the Company may be given, sent or supplied in hard copy form, in electronic form or by making it available on a website;
- 18.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement; and
- 18.3 a document or information (including any notice) may only be given, sent or supplied by being made available on a website if the recipient has agreed (generally or specifically) that the document or information be sent or supplied in that manner;
- 18.4 any document or information sent to a member may be sent to
- 18.4.1 the member's address as shown in the Company's register of members;
- 18.4.2 (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member;
- 18.4.3 a member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called;
- 18.5 if a document or information is sent or supplied by the Company in accordance with these Standing Orders:
- 18.5.1 if the document or information is sent or supplied by post, service or delivery it shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted;
- 18.5.2 if a document or information is sent or supplied by electronic means, to an address specified for the purposes by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service or delivery it will be sufficient to prove that it was properly addressed; and
- 18.5.3 if the document or information is sent or supplied by means of a website, service or delivery shall be deemed to be effected when
- the material is made available on the website; or
 - (if later) when the recipient received or is deemed to have received notification of the fact that the material was available on the website;

18.5.4 if any document or information has been sent or supplied by electronic means to any member at his or her address specified for the purpose and the Company becomes aware of failure and delivery (and subsequent attempts to send or supply such documents or information by electronic means also result in a failure in delivery) the Company shall either:

- send or supply a hard copy of such document or information to such member; or
- (where applicable) give notice to such member in hard copy form of the availability of the documents or information on a website;

18.5.5 any member or Trustee may send any document or information to the Company in electronic form to an address supplied to the members or Trustees for such purpose and the provision relating to receipt of documents and information by members shall apply equally to the receipt of documents and information by the Company.

These Standing Orders were adopted by Special Resolution passed on [] day of []